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SURFACE TRANSPORTATION BOARD

**FLETCHER & SIPPEL LLC**

ATTORNEYS AT LAW

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July 6, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street, S.W.  
Washington, D.C. 20423  
Attn: Office of Recordations

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Amended and Restated Loan and Security Agreement, dated as of May 11, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. This document relates to a Memorandum of Loan and Security Agreement filed with the Board under Recordation No. 28036.

The names and addresses of the parties to the enclosed documents are:

**Borrower:**

The Wood Energy Group, Inc.  
2255 Glades Road, Suite 342-W  
Boca Raton, Florida 33431

**Secured Party:**

Fifth Third Bank  
222 South Riverside Plaza, 32<sup>nd</sup> Floor  
Chicago, Illinois 60606

Included in the property covered by the aforesaid Assignment are all locomotives, rolling stock and equipment intended for use and related to interstate commerce, and includes locomotives, rolling stock or equipment now owned or acquired by the Borrower or its or their successors after the date of the Memorandum of Amended and Restated Loan and Security Agreement.

A check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee is being sent separately.

Respectfully submitted,

  
Jeremy M. Berman  
Attorney for Secured Party

# FLETCHER & SIPPEL LLC

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Chicago, Illinois 60606-2832

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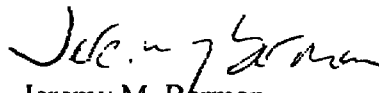
July 6, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street, S.W.  
Washington, D.C. 20024  
Attn: Office of Recordations

Dear Ms. Brown:

Enclosed please find a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee for a Memorandum of Loan and Security recorded electronically on July 6, 2012 under Recordation No. 28036-A.

Respectfully submitted.

  
Jeremy M. Berman  
Attorney for Secured Party

JUL 6 2012  
U.S. DEPT. OF TRANSPORTATION  
OFFICE OF RECORDATIONS

JUL 06 '12 -12 57 PM

**MEMORANDUM OF AMENDED AND RESTATED  
LOAN AND SECURITY AGREEMENT****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT (the "Memorandum") dated as May 11, 2012, is made by and between Fifth Third Bank, an Ohio banking corporation, 222 South Riverside Plaza, 32<sup>nd</sup> Floor, Chicago, Illinois 60606, (the "Bank"), and The Wood Energy Group, Inc., a Missouri corporation, with its chief executive office and principal place of business at 2255 Glades Road, Suite 342-W, Boca Raton, Florida 33431 (the "Borrower").

WHEREAS, Borrower and Bank are parties to that certain Loan and Security Agreement, dated as of September 4, 2009, as amended from time to time (the "Loan Agreement");

WHEREAS, the Bank has recorded its security interest created by the terms of the Loan Agreement by the filing of a Memorandum of Loan and Security Agreement, filed with the Surface Transportation Board on September 22, 2009 and assigned Recordation No. 28036; and

WHEREAS, Borrowers and the Bank wish to continue the security interests that were created or referenced in the foregoing recordation and wish to amend the Bank's security interests by including all interests arising pursuant to an Amended and Restated Loan Agreement, dated as of May 11, 2012, between the parties, which amends and restates the Loan Agreement.

1. ACCORDINGLY, pursuant to the terms of the Amended and Restated Loan Agreement (as the same may be amended and/or restated from time to time), and to secure the payment and performance of any and all of Borrower's obligations to the Bank, Borrower granted to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrower's right, title and interest in and to Locomotives, Rolling Stock and Equipment ("collateral") more specifically identified on Exhibit A, and any collateral acquired by Borrower subsequent to May 11, 2012, to have and to hold all and every part of the collateral unto the Bank, its successors and assigns, for its and their own use and benefit forever.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the parties have caused this Memorandum Amended and Restated Loan and Security Agreement to be executed as of the date first above written.

WITNESS:

THE WOOD ENERGY GROUP, INC., a  
Missouri Corporation

By: 

Title: President - CEO

WITNESS:

FIFTH THIRD BANK, an Ohio Banking  
Corporation

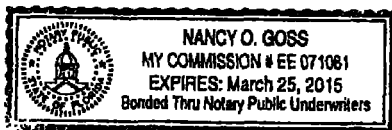
By: 

Title: Vice President

STATE OF Florida )  
 ) ss  
COUNTY OF Palm Beach )

On this 14 day of May, 2012, before me, a Notary Public of the County and State aforesaid, personally appeared Jon Ryan to me personally known, who being by me duly sworn, says that he is the President of The Wood Energy Group, Inc., a Missouri corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Nancy O. Goss  
Notary Public

My Commission Expires:

March 25<sup>th</sup>, 2015

STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On this 6<sup>th</sup> day of July, 2012, before me, a Notary Public of the County and State aforesaid, personally appeared Craig Schuth to me personally known, who being by me duly sworn, says that he is the Fifth Third Bank, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Antoinette Lesure  
Notary Public

My Commission Expires:

May 26, 2013

## EXHIBIT A

**The Wood Energy Group, Inc.**  
**Schedule of Collateral**  
**As of 4.4.12**

<u>Number</u>	<u>Model Year</u>	<u>Equipment Type</u>	<u>Service Number</u>	<u>Manufacturer</u>	<u>Model</u>
1	2005	Wheel loader	L25BV1750025	Volvo	L25
2	2006	Wheel Loader	L45B1663	Volvo	L45B
3	2006	Wheel Loader	L45B1878	Volvo	L45b
4	2006	Wheel Loader	L45B1926	Volvo	L45B
6	2006	Tie Crane		Kershaw	w/carts
7	2006	Tie crane		Kershaw	tie crane w/cart:
8	2006	Tie Crane		Kershaw	
9	2006	Tie crane w/carts		Kershaw	
10	2006	Tie Crane w/carts		Kershaw	
11	2006	Tie crane w/carts		Kershaw	
12	2006	Tie Crane w/carts		Kershaw	
13	2006	Tie Crane w/carts		Kershaw	
15		Hyrail wheel set on 2003 Sterling	2FZHAZAS3AK43486		
16		Hyrail wheel set on 2004 Sterling	2FZHAZCV54AM87981		
19	2003	Hyrail/Boom mtd on Sterling	2FZHAZAS43AK43486		
20	2004	Hyrail/Boom mtd on Sterling	2FZGAZCV54AM87981		
23		Miscellaneous Contractors equipment			
24		Radial Stacker Conveyor			
23	2007	Caterpillar tool carrier	JAN00328	Caterpillar	it38U
24	2004	Liebherr	LH2095722K018734		a924
25	2005	Hyrail wheel set mtd on Peterbuilt	1NP5XBTX15W836733		
26	2003	Peterson Pacific Grinder			7400
27		Volvo front end loader	135BV1573019		L35B
28	2007	Ford water truck	3FRXF756374V50950	not licensed for rd	
28	2012	(4) Tie Carts			

<u>Company #</u>	<u>Year</u>	<u>Make</u>	<u>Vin Serial #</u>	<u>Garage City</u>	<u>State</u>
001	2005	Ford F550 (Crew Cab with flat bed)	1FDAW56PEA19442	LaGrange	TX
002	2005	Ford F250 Diesel	1FTWX30P65EA80239	LaGrange	TX
003	2006	Trail Eze	1DA72T05X6C018230	LaGrange	TX
004	2005	Mack Truck	1M1AJ06Y95N001335	LaGrange	TX
005	2005	Hilbitt	1H9A1B9A551015063	LaGrange	TX
006	2008	Sterling	3F6WK78A38G351745	Warren	AR
007	2008	Chevrolet Silverado	1GCHC23K68F208010	Warren	AR
008	1987	Dodge pickup	1BYFD14TXHS302856	Warren	AR
009	2004	Best	1B9TN242241175797	Shreveport	LA
010	2003	Sterling	2FZHAZAS43AK43486	La Grange	TX
011	2004	Sterling	2FZGAZCV54AM87981	LaGrange	TX
012	1981	Ford Custom F350	1FDJF37Z98PA17152	Shreveport	LA
013	2010	Chevy Silverado	3GCRCPAA4AG182257	Warren	AR
015	2005	Peterbilt Hyrail Truck with	1NP5XBTX15W836733	LaGrange	TX
017	1994	Peerless	1PLE04427RPC15522	Shreveport	LA
018	2008	Doppstadt AK 630		Giblsand	LA